

FORM 5		UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549		OMB APPROVAL	
<input checked="" type="checkbox"/>	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940			OMB Number: 3235-0362
<input type="checkbox"/>	Form 3 Holdings Reported				Expires: January 31, 2005
<input type="checkbox"/>	Form 4 Transactions Reported				Estimated average burden hours per response.....1.0

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) (give title below) <u>Vice Chairman</u>					
(Last)	(First) (Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)						4. Statement for Month/Year	
555 W. Monroe								12/2002	
(Street)		5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person					
Chicago IL 60661									
(City)	(State)	(Zip)	Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date; if any (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
PepsiCo, Inc. Common Stock	12/27/2002 (1)		A	4,846.00	A	(1)	350,872.00	D	
PepsiCo, Inc. Common Stock							3,521.35 (2)	I	By 401(k)
PepsiCo, Inc. Preferred Stock							872.25 (3)	I	By 401(k)

FORM 5 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned and End of Month (Instr. 4)	10. Owner- ship Form of Derivative Securities Beneficially Owned by End of Month (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Employee Stock Option (right to buy)	\$50.00	2/1/2002		A	312,619.00		02/01/05	01/31/12	PepsiCo, Inc. Common Stock	312,619.00		312,619.00	D	
Phantom Stock Units	1-for-1	12/27/2002(1)		A	1,100.40		Immediately	(4)	PepsiCo, Inc. Common Stock	1,100.40		50,027.40	D	

Explanation of Responses:

1. Acquired on various dates between January 2, 2002 and January 2, 2003 pursuant to PepsiCo's deferred compensation plan, at prices ranging from \$36.69 to \$51.90.

2. Shares held in PepsiCo Common Stock Fund reflect unit accounting. To provide liquidity in this fund, a portion of these units, which varies daily but averages approx. 3%, represents cash. Information reflects share value on 12/27/02.

3. Shares held in the PepsiCo Convertible Preferred Stock Fund reflect unit accounting. In order to provide liquidity in this fund, a portion of these units, which varies daily but averages approximately 3%, represents cash. The information presented here reflects the share value as of 12/27/02.

4. Phantom units payable in annual installments, commencing April 1 of the year following the reporting person's termination of employment.

/s/ **Robert S. Morrison**

February 7, 2003

Robert S. Morrison

Date

**** Signature of Reporting Person**

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.